

OCT 16 '06 3-20 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 16, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of October 16, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: Key Equipment Finance Inc.
66 South Pearl Street, 8th Floor
Albany, New York 12207

Grantors: Inspiration Holdings Inc.
2460 West 26th Avenue
Denver, CO 80211

and

Rocky Mountain Transportation Services Inc.
6850 W. 52nd Suite 103
Arvada, CO 80002

Mr. Vernon A. Williams
October 16, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

44 railcars: PLCX 20053, PLCX 20055, ITLX 21096, NAHX 800120 and within the following series: NAHX 56423 – NAHX 64295 and NAHX 478763 – NAHX 511606 as more particularly set forth in the equipment schedule attached to the document.

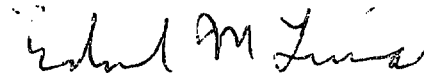
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/sem
Enclosures

RECORDATION NO.

26624

FILED

OCT 16 06

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

Dated as of October 16, 2006

between

KEY EQUIPMENT FINANCE INC.
Secured Party

and

INSPIRATION HOLDINGS, INC. and
ROCKY MOUNTAIN TRANSPORTATION SERVICES, INC.
Grantor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on October __, 2006, at __:__.M
Recordation Number _____

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of October 16, 2006 is made by and between INSPIRATION HOLDINGS, INC., a Colorado corporation, and ROCKY MOUNTAIN TRANSPORTATION SERVICES, INC., a Colorado corporation, (collectively, "Grantor") and KEY EQUIPMENT FINANCE INC., a Michigan corporation ("Secured Party").

WITNESSETH

1. Pursuant to a Master Security Agreement dated December 12, 2000, together with Collateral Schedule No. 06 dated October 11, 2006 (collectively, the "Security Agreement"), Secured Party has agreed to finance for Grantor 44 Covered Hopper Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Security Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

KEY EQUIPMENT FINANCE INC.

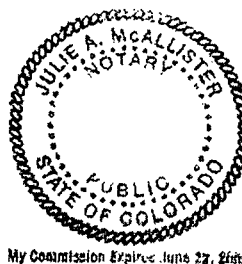
By: _____
Name: JOHN J. AMATO
Title: REGIONAL BUSINESS UNIT MANAGER

STATE OF Colorado)
) ss.:
COUNTY OF Boulder)

On this 16th (Day) day of October (Month), 2006, before me the subscriber personally appeared John J. Amato, to me known and known to me to be the same person described in and who executed the foregoing instrument, and (s)he duly acknowledged to me that (s)he executed the same.


NOTARY PUBLIC

My Commission Expires:



Grantor:

INSPIRATION HOLDINGS, INC.

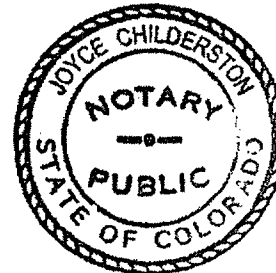
By: Teri L. Coffenbow
Name: TERI L. COFFENBOW
Title: President

STATE OF Colorado)
COUNTY OF Jefferson) ss.:

On this 12 (Day) day of October (Month), 2006, before me the subscriber personally appeared Teri L. Coffenbow, to me known and known to me to be the same person described in and who executed the foregoing instrument, and (s)he duly acknowledged to me that (s)he executed the same.

Joyce Childerston
NOTARY PUBLIC

My Commission Expires: 3/20/2007



My Commission Expires 03/20/2007

ROCKY MOUNTAIN TRANSPORTATION SERVICES, INC.

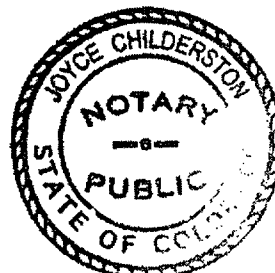
By: Teri L. Coffenbow
Name: TERI L. COFFENBOW
Title: President

STATE OF Colorado)
COUNTY OF Jefferson) ss.:

On this 12 (Day) day of October (Month), 2006, before me the subscriber personally appeared Teri L. Coffenbow, to me known and known to me to be the same person described in and who executed the foregoing instrument, and (s)he duly acknowledged to me that (s)he executed the same.

Joyce Childerston
NOTARY PUBLIC

My Commission Expires: 3/20/2007



My Commission Expires 03/20/2007

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF OCTOBER 16, 2006

Exhibit A

List of Purchased Assets

Commodity: Aggregates

Price Per Car: \$24,000.00

Car Mark

<u>Unit Count</u>	<u>Car Initial</u>	<u>Car Number</u>
<u>1</u>	<u>PLCX</u>	<u>20053</u>
<u>2</u>	<u>PLCX</u>	<u>20055</u>
<u>3</u>	<u>ITLX</u>	<u>21096</u>
<u>4</u>	<u>NAHX</u>	<u>478763</u>
<u>5</u>	<u>NAHX</u>	<u>479025</u>
<u>6</u>	<u>NAHX</u>	<u>480054</u>
<u>7</u>	<u>NAHX</u>	<u>480235</u>
<u>8</u>	<u>NAHX</u>	<u>480342</u>
<u>9</u>	<u>NAHX</u>	<u>480862</u>
<u>10</u>	<u>NAHX</u>	<u>480865</u>
<u>11</u>	<u>NAHX</u>	<u>480871</u>
<u>12</u>	<u>NAHX</u>	<u>480872</u>
<u>13</u>	<u>NAHX</u>	<u>480882</u>
<u>14</u>	<u>NAHX</u>	<u>481053</u>
<u>15</u>	<u>NAHX</u>	<u>481208</u>
<u>16</u>	<u>NAHX</u>	<u>481219</u>
<u>17</u>	<u>NAHX</u>	<u>481778</u>
<u>18</u>	<u>NAHX</u>	<u>481840</u>
<u>19</u>	<u>NAHX</u>	<u>481841</u>
<u>20</u>	<u>NAHX</u>	<u>481874</u>
<u>21</u>	<u>NAHX</u>	<u>482094</u>
<u>22</u>	<u>NAHX</u>	<u>482135</u>
<u>23</u>	<u>NAHX</u>	<u>483151</u>
<u>24</u>	<u>NAHX</u>	<u>483472</u>
<u>25</u>	<u>NAHX</u>	<u>484000</u>
<u>26</u>	<u>NAHX</u>	<u>484991</u>
<u>27</u>	<u>NAHX</u>	<u>485362</u>
<u>28</u>	<u>NAHX</u>	<u>486342</u>
<u>29</u>	<u>NAHX</u>	<u>487343</u>
<u>30</u>	<u>NAHX</u>	<u>487449</u>
<u>31</u>	<u>NAHX</u>	<u>487486</u>

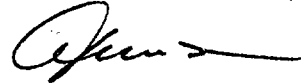
<u>32</u>	<u>NAHX</u>	<u>510607</u>
<u>33</u>	<u>NAHX</u>	<u>511026</u>
<u>34</u>	<u>NAHX</u>	<u>511606</u>
<u>35</u>	<u>NAHX</u>	<u>56423</u>
<u>36</u>	<u>NAHX</u>	<u>56489</u>
<u>37</u>	<u>NAHX</u>	<u>63297</u>
<u>38</u>	<u>NAHX</u>	<u>63710</u>
<u>39</u>	<u>NAHX</u>	<u>63842</u>
<u>40</u>	<u>NAHX</u>	<u>63973</u>
<u>41</u>	<u>NAHX</u>	<u>64047</u>
<u>42</u>	<u>NAHX</u>	<u>64117</u>
<u>43</u>	<u>NAHX</u>	<u>64295</u>
<u>44</u>	<u>NAHX</u>	<u>800120</u>

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/16/06



Robert W. Alvord